

RECORDATION NO. 24380-K FILE

JUN 17 '05 2-52 PM

SURFACE TRANSPORTATION BOARD

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June 17, 2005

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule No. 3 to Master Lease Agreement, dated as of June 16, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 3 to Master Equipment Lease Agreement previously filed with the Board under Recordation Number 24380-C.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation  
2 Summit Park Drive  
Suite 300  
Cleveland, Ohio 44131

Assignee: Siemens Financial Services, Inc.  
170 Wood Avenue South  
Iselin, New Jersey 08830

Mr. Vernon A. Williams  
June 17, 2005  
Page 2

A description of the railroad equipment covered by the enclosed document is:

203 boxcars within the series CNA 415504 - CNA 415581 and CNA 417360 - CNA 417556 as more particularly set forth in the equipment schedule attached to the document.

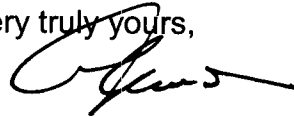
A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule No. 3 to Master Lease Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO.

24380-K  
FILED

MEMORANDUM OF ASSIGNMENT  
OF SCHEDULE NO. 3  
TO MASTER LEASE AGREEMENT

JUN 17 '05

2-52 PM

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 3 TO MASTER LEASE AGREEMENT (this "Memorandum") is made as of June 16, 2005 by and between ICX CORPORATION, an Ohio corporation (the "Assignor") and SIEMENS FINANCIAL CORPORATION, INC., a Delaware corporation (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of June 7, 2005 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. 3, dated as of December 30, 2003 (the "Lease") and issued pursuant to the Master Equipment Lease Agreement dated March 15, 2003 between Assignor, as lessor, and Illinois Central Railroad Company, as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars described on Exhibit A attached hereto and made a part hereof.
- C. A Memorandum of Schedule 3 to Master Equipment Lease Agreement dated as of December 30, 2003 was recorded with the Surface Transportation Board on December 29, 2003 under recordation number 24380-C.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ICX CORPORATION

By: *Dennis J. Diemer*  
Name:  
Title: Dennis J. Diemer  
Vice President

SIEMENS FINANCIAL SERVICES, INC.

By: *S. Robinson*  
Name: S. Robinson  
Title: VICE PRESIDENT

STATE OF OHIO

)

COUNTY OF CUYAHOGA

) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Dennis J. Diemer, a Vice President of ICX Corporation, an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cleveland, Ohio, this 16th day of June, 2005.

Debra A. Grim  
Notary Public **DEBRA A. GRIM**  
My commission expires ~~NOTARY PUBLIC - STATE OF OHIO~~  
My commission expires Dec. 3, 2006

STATE OF NEW JERSEY

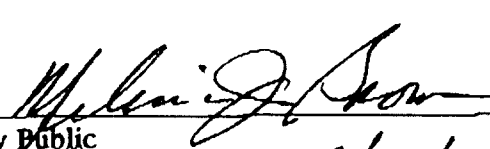
)

COUNTY OF MIDDLESEX

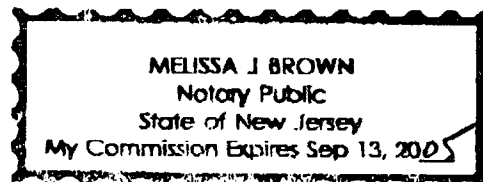
) SS:

Before me, a Notary Public, in and for said county and state, personally appeared S. Rabuazzo, the Vice President of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Iselin, New Jersey this 16<sup>th</sup> day of June, 2005.

  
Notary Public

My commission expires: 9/13/2005



DESCRIPTION OF RAILCARS

<sup>three 203</sup>  
Two-hundred ~~four~~ (203) 50' 6" 100-ton Plate C boxcars originally built in 1968 and 1969, bearing the marks and numbers set forth below:

CNA 415504;

CNA 415510;

CNA 415517;

CNA 415518;

CNA 415524;

~~██████████~~

CNA 415580;

CNA 415581;

CNA 417360 to CNA 417396 inclusive;

CNA 417398 to CNA 417556 inclusive.

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 6/17/05



Robert W. Alvord